



VIA AIR COURIER

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

October 11, 1991

17565

RECORDATION NO _____ FILED 1425

Ms. Mildred Lee Recordations Unit Interstate Commerce Commission 12th & Constitution Avenue NW Washington DC 20423

OCT 16 1991 - 1 - AM

INTERSTATE CO. . TTTT TOWN WO.

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of September 18, 1991 between the following parties:

Lessor: HM Joint Venture

a California Joint Venture

One Embarcadero Center, 35th Floor

San Francisco CA 94111

Lessee: Arch Mineral Corporation

200 North Broadway St. Louis MO 63102

Attn: AVP, Transportation

The Equipment involved in this transaction is as follows:

Equipment: See Schedule A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you.

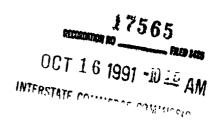
Sincerely,

Karen Rahnasto

Fleet Operations Administrator

KMR:dll enclosures

16. HA 60 (1 81 191 HOTOM



MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of September 1991 (the "Lease") between HM Joint Venture, a joined venture organized under the laws of the State of California (the "Lessor"), and Arch Mineral Corporation, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor represents that it has the right to lease the open top hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this day of September, 1991.

LESSEE

ARCH MINERAL CORPORATION

Title AVP TRANSPORTATION

LESSOR

HM JOINT VENTURE
a California Joint Venture

By: HELM EQUIPMENT LEASING

corporation, a general parate

parinter /

Title Presedent

and

By: MANSBACH REALTY COMPANY,

a general partner

7

Title / Ves Den

SCHEDULE A

TO

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

Equipment Description

Equipment Numbers

Two-hundred three (203)

3,502 cubic foot, 100-ton

capacity, roller bearing, threepocket open top coal hopper
railcars built by Missouri
Pacific in 1967.

Series URDX

Actual car in determined.

Ninety-four (94) 3,422 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Bethlehem Steel in 1967. Series URDX 87000-87499. Actual car numbers to be determined.

Series URDX 87000-87499. Actual car numbers to be determined.

STATE OF CALIFORNIA)) § COUNTY OF SAN FRANCISCO)
On this S day of MMM, 1991, before me personally appeared What C. Without me personally known, who, being by me duly sworn, says that he is Manual of HELM EQUIPMENT LEASING, that said instrument was signed and sealed on behalf of said corporation by authority of it Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said dorporation. Notary Public
My Commission Expires: OFFICIAL SEAL KAREN STAUDENMAIER NOTARY PUBLIC - CALIFOF NIA SAN FRANCISCO COUNTY My comm expires Jul. 26, 1993
STATE OF KENTUCKY)) S COUNTY OF BOYD#)
On this 26 day of, 1991, before me personally appears
Solvard Brenneker Notary Public
My Commission Expires: 2/6/1997 [Notarial Seal]

STATE OF MISSOURI)

COUNTY OF ST. LOUIS)

On this / day of _______, 1991, before me personally appears _______, New ______, to me personally known, who being by me duly sworn says that he is an Acet Vire President of _______, of ______, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires:

[Notarial Seal]

DITTLE A CUST

NOTARY FUBLIC STATE OF MISSOURI

ST LOUIS CLENTY

MY COMPOSIGN E/O FEB 12,1903